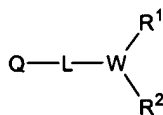


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Original) A compound having the formula (I):



I

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

W is a 5-6, 6-6 or 5-5 or fused bicyclic ring system, wherein one or both rings are aromatic, containing a nitrogen atom and from 0 to 3 additional heteroatoms selected from the group consisting of N, O and S, wherein

- (i) the ring fusion atoms are independently CH or N, with the proviso that the ring fusion atoms are not both N; and
- (ii) the atoms to which L, R¹ and R² are attached are independently selected from the group consisting of =C-, -CH- and -N-;

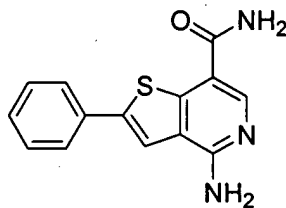
R¹ is selected from the group consisting of -C(O)NR^{1a}R^{1b}, -C(O)R^{1a}, -CH(=NOH), -N(R^{1b})C(O)R^{1a}, -SO₂NR^{1a}R^{1b}, -SO₂R^{1a}, -C(O)N(R^{1a})OR^{1b}, -(C₁-C₄)alkylene-N(R^{1b})C(O)R^{1a}, -(C₁-C₄)alkylene-C(O)NR^{1a}R^{1b} and heteroaryl; wherein R^{1a} and R^{1b} are selected from hydrogen, (C₁-C₆)alkyl, (C₂-C₄)alkenyl, (C₂-C₆)heteroalkyl, hydroxy(C₁-C₄)alkyl, fluoro(C₁-C₄)alkyl, cyano(C₁-C₄)alkyl, cyclo(C₃-C₈)alkyl, mono- or di-hydroxycyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl-(C₁-C₄)alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R¹ to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring;

R² is selected from the group consisting of -NR^{2a}R^{2b} and -OH; wherein R^{2a} and R^{2b} are selected from hydrogen, (C₁-C₆)alkyl, (C₂-C₄)alkenyl, (C₂-C₆)heteroalkyl, mono- or

di-hydroxy(C₁-C₄)alkyl, fluoro(C₁-C₄)alkyl, cyano(C₁-C₄)alkyl, cyclo(C₃-C₈)alkyl, mono- or di-hydroxycyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl-(C₁-C₄)alkyl, aryl, aryl(C₁-C₄)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkoxy, -C(O)-heterocyclo(C₃-C₈)alkyl and C(O)-fluoro(C₁-C₄)alkyl; and optionally, R^{2a} and R^{2b} may be combined with the nitrogen atom to which each is attached to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S;

L is a divalent linkage selected from the group consisting of a single bond, (C₁-C₄)alkylene, -C(O)-, -C(O)N(R³)-, -SO₂N(R³)-, -C(R³)=C(R⁴)-, -O-, -S- and -N(R³)-; wherein R³ and R⁴ are independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₃-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl;

Q is selected from the group consisting of (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₁-C₆)alkoxy, halogen, aryl, aryl(C₁-C₄)alkyl, heteroaryl, cyclo(C₃-C₈)alkyl, cyclo(C₅-C₈)alkenyl and heterocyclo(C₃-C₈)alkyl, wherein each of the moieties is optionally further substituted, with the proviso that said compound is other than



2. (Original) The compound of Claim 1, wherein Q is selected from the group consisting of phenyl, naphthyl, pyridyl, furyl, thienyl, thiazolyl, isothiazolyl, triazolyl, imidazolyl, oxazolyl, isoxazolyl, pyrrolyl, pyrrolidinyl, pyrazolyl, pyrazinyl, pyridazinyl, pyrimidyl, benzofuryl, tetrahydrobenzofuryl, isobenzofuryl, benzthiazolyl, benzoisothiazolyl, benzotriazolyl, indolyl, isoindolyl, benzoxazolyl, quinolyl, tetrahydroquinolyl, isoquinolyl, benzimidazolyl, benzisoxazolyl, benzothienyl, cyclopentyl and cyclohexyl.

3. (Original) The compound of Claim 1, wherein Q is unsubstituted phenyl or phenyl substituted with from 1 to 3 substituents selected from the group consisting of halogen, cyano, nitro, cyano(C₂-C₆)alkenyl, nitro(C₂-C₆)alkenyl, -R', -OR', -NR'R'', -C(O)R', -CO₂R', -C(O)NR'R'', -NR''C(O)R', -NR''CO₂R', -NR'C(O)NR''R''', -S(O)R', -SO₂R', -SO₂NR'R'', -NR''SO₂R', -OC(O)NR'R'', -X-C(O)R', -X-CO₂R', -X-C(O)NR'R'', -X-NR''C(O)R', -X-NR''CO₂R', -X-NR'C(O)NR''R''', -X-S(O)R', -X-SO₂R', -X-SO₂NR'R'', -X-NR''SO₂R' and -X-OC(O)NR'R'', and optionally R' or R'' is attached to an adjacent ring atom on the phenyl group to form a 5- or 6-membered fused ring; wherein

X is (C₁-C₆)alkylene; and

R', R'' and R''' are independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, (C₂-C₄)alkenyl, (C₁-C₆)heteroalkyl, hydroxy(C₁-C₄)alkyl, fluoro(C₁-C₄)alkyl, cyano(C₁-C₄)alkyl, cyano(C₁-C₄)haloalkyl, cyclo(C₃-C₈)alkyl, mono- or di-hydroxycyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl-(C₁-C₄)alkyl, aryl, aryl(C₁-C₄)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkoxy, -C(O)-heterocyclo(C₃-C₈)alkyl and -C(O)-fluoro(C₁-C₄)alkyl; and optionally, any two of R', R'' and R''' can be combined with their intervening atom(s) to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S.

4. (Original) The compound of Claim 1, wherein Q is unsubstituted thienyl or thienyl substituted with from 1 to 3 substituents selected from the group consisting of halogen, cyano, nitro, cyano(C₂-C₆)alkenyl, nitro(C₂-C₆)alkenyl, -R', -OR', -NR'R'', -C(O)R', -CO₂R', -C(O)NR'R'', -NR''C(O)R', -NR''CO₂R', -NR'C(O)NR''R''', -S(O)R', -SO₂R', -SO₂NR'R'', -NR''SO₂R', -OC(O)NR'R'', -X-C(O)R', -X-CO₂R', -X-C(O)NR'R'', -X-NR''C(O)R', -X-NR''CO₂R', -X-NR'C(O)NR''R''', -X-S(O)R', -X-SO₂R', -X-SO₂NR'R'',

-X-NR''SO₂R' and -X-OC(O)NR'R'', and optionally R' or R'' is attached to an adjacent ring atom on the thienyl group to form a 5- or 6-membered fused ring;

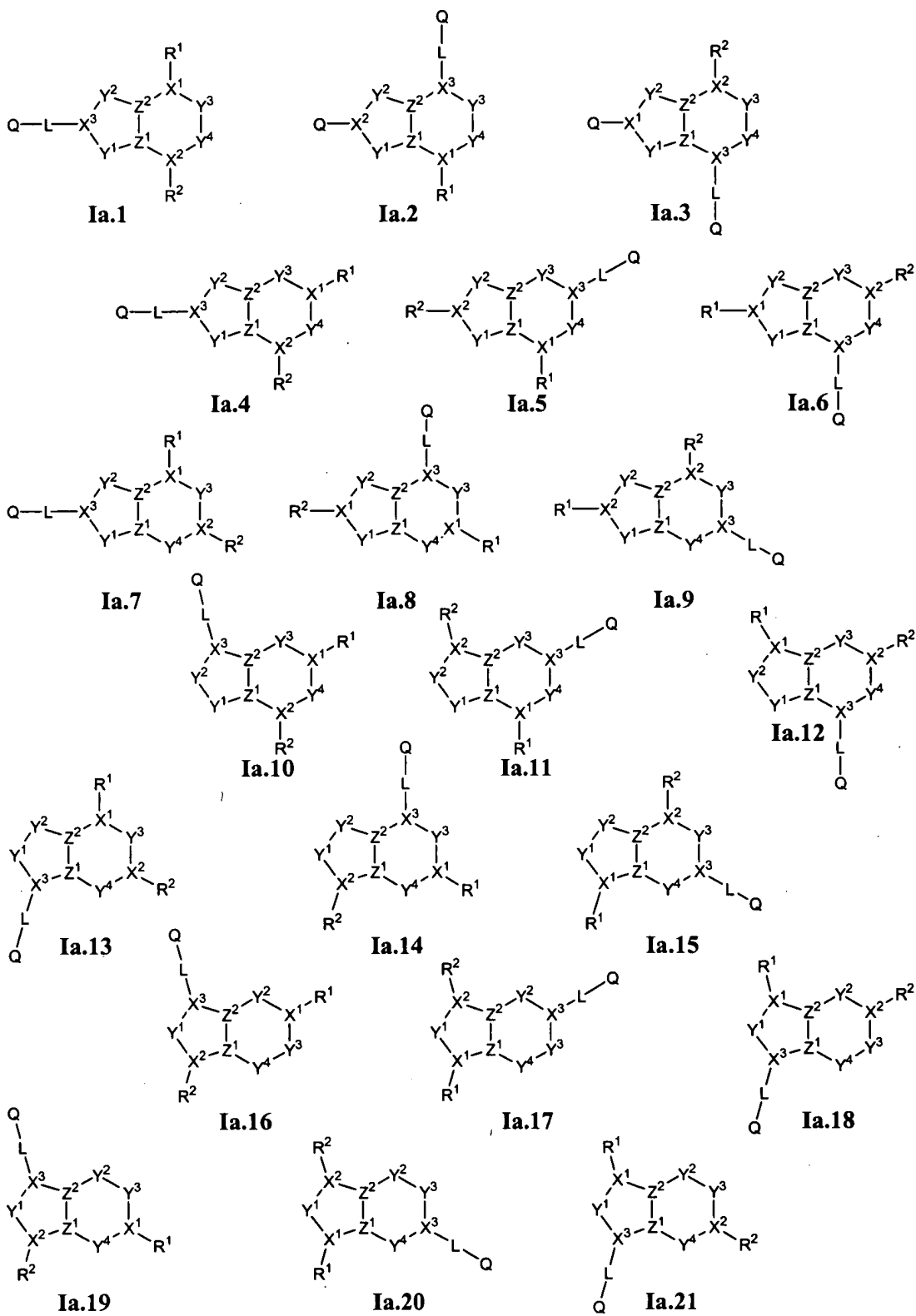
wherein

X is (C₁-C₆)alkylene; and

R', R'' and R''' are independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, (C₂-C₄)alkenyl, (C₁-C₆)heteroalkyl, hydroxy(C₁-C₄)alkyl, fluoro(C₁-C₄)alkyl, cyano(C₁-C₄)alkyl, cyano(C₁-C₄)haloalkyl, cyclo(C₃-C₈)alkyl, mono- or di-hydroxycyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl-(C₁-C₄)alkyl, aryl, aryl(C₁-C₄)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkoxy, -C(O)-heterocyclo(C₃-C₈)alkyl and -C(O)-fluoro(C₁-C₄)alkyl; and optionally, any two of R', R'' and R''' can be combined with their intervening atom(s) to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S.

5. (Original) The compound of Claim 1, wherein R¹ is selected from the group consisting of -C(O)NR^{1a}R^{1b}, -SO₂NR^{1a}R^{1b}, -SO₂R^{1a}, -C(O)R^{1a}, imidazolyl, pyrazolyl, tetrazolyl, oxazolyl, thiazolyl, thienyl and pyridyl.

6. (Original) The compound of Claim 1, having a formula selected from the group consisting of:



wherein

X^1 , X^2 and X^3 are independently selected from the group consisting of $=C-$, $-CH-$ and $-N-$;

Y^1 , Y^2 , Y^3 and Y^4 are independently selected from the group consisting of $=C(R^{5a})-$,

$-C(R^5)(R^6)-$, $-C(O)-$, $=N-$, $-N(R^5)-$, $-O-$ and $-S(O)_m-$;

Z^1 and Z^2 are independently CH or N;

each R^5 and R^6 is independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, halogen, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl; and

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, halogen, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl; and

the subscript m is an integer of from 0 to 2.

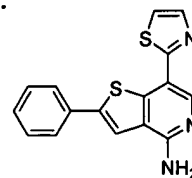
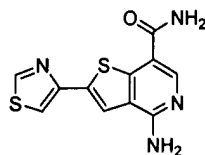
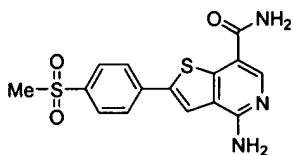
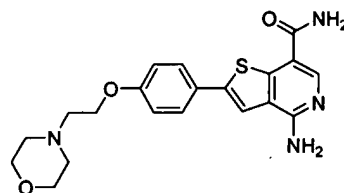
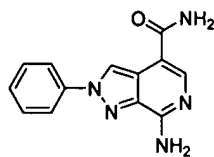
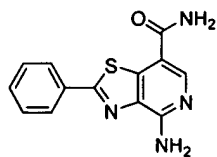
7. (Original) The compound of Claim 5, wherein R^2 is $-NHR^{2b}$.

8. (Original) The compound of Claim 5, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$, $-SO_2R^{1a}$, $-C(O)CH_3$ and thiazolyl and R^2 is $-NHR^{2b}$.

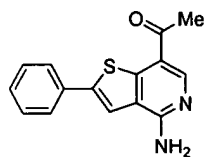
9. (Original) The compound of Claim 8, having a formula selected from the group consisting of:



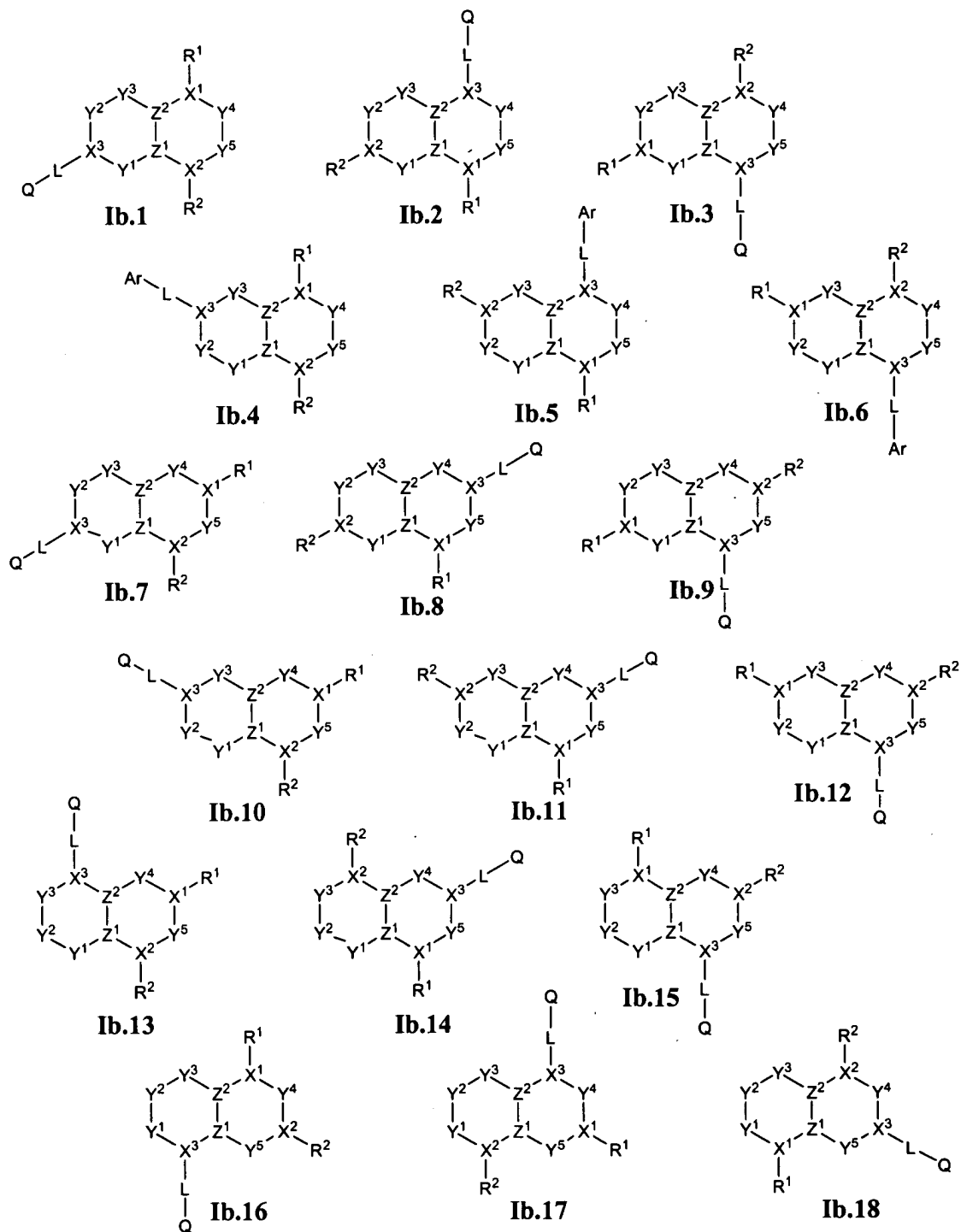
10. (Original) The compound of Claim 8, having a formula selected from the group consisting of:



and



11. (Original) The compound of Claim 1, having a formula selected from the group consisting of:



wherein

X^1 , X^2 and X^3 are independently selected from the group consisting of $=C-$, $-CH-$ and $-N-$;

Y^1 , Y^2 , Y^3 , Y^4 and Y^5 are independently selected from the group consisting of $=C(R^{5a})-$,

$-C(R^5)(R^6)-$, $-C(O)-$, $=N-$, $-N(R^5)-$, $-O-$ and $-S(O)_m-$;

Z^1 and Z^2 are independently CH or N ;

each R^5 and R^6 is independently selected from the group consisting of hydrogen, $(C_1-$

$C_6)$ alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl,

heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-

C_4)alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, $(C_1-$

$C_6)$ alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl,

heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-

C_4)alkyl; and

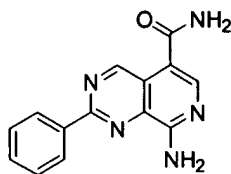
the subscript m is an integer of from 0 to 2.

12. (Original) The compound of Claim 11, wherein R^2 is $-NHR^{2b}$.

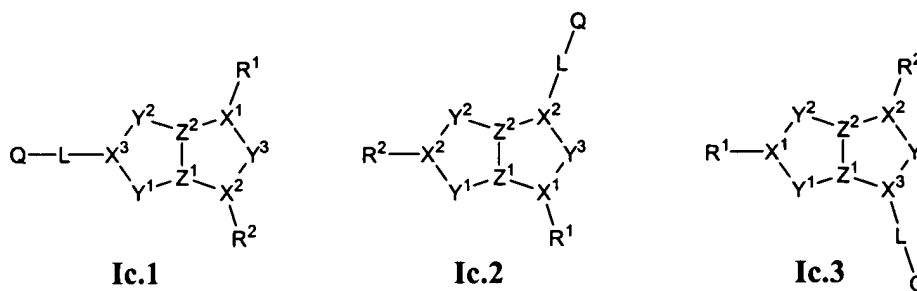
13. (Original) The compound of Claim 11, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$ and $-C(O)CH_3$ and R^2 is $-NHR^{2b}$.

14. (Original) The compound of Claim 11, wherein R^1 is $-C(O)NH_2$ and R^2 is $-NH_2$.

15. (Original) The compound of Claim 11, having the formula:



16. (Original) The compound of Claim 1, having a formula selected from the group consisting of:



wherein

X^1 , X^2 and X^3 are independently selected from the group consisting of $=C-$, $-CH-$ and $-N-$;

Y^1 , Y^2 and Y^3 are independently selected from the group consisting of $=C(R^{5a})-$,

$-C(R^5)(R^6)-$, $-C(O)-$, $=N-$, $-N(R^5)-$, $-O-$ and $-S(O)_m-$;

Z^1 and Z^2 are independently CH or N;

each R^5 and R^6 is independently selected from the group consisting of hydrogen, (C_1-C_6) alkyl, cyclo (C_3-C_8) alkyl, aryl, aryl (C_1-C_4) alkyl, hetero (C_1-C_6) alkyl, heterocyclo (C_5-C_8) alkyl, heteroaryl, heteroaryl (C_1-C_4) alkyl and arylhetero (C_1-C_4) alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6) alkyl, cyclo (C_3-C_8) alkyl, aryl, aryl (C_1-C_4) alkyl, hetero (C_1-C_6) alkyl, heterocyclo (C_5-C_8) alkyl, heteroaryl, heteroaryl (C_1-C_4) alkyl and arylhetero (C_1-C_4) alkyl; and

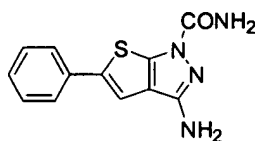
the subscript m is an integer of from 0 to 2.

17. (Original) The compound of Claim 16, wherein R^2 is $-NHR^{2b}$.

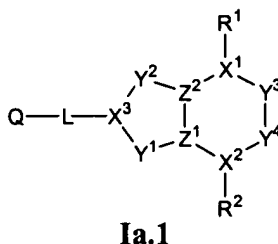
18. (Original) The compound of Claim 16, wherein R^1 is selected from the group consisting of from $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$ and $-C(O)CH_3$ and R^2 is $-NHR^{2b}$.

19. (Original) The compound of Claim 16, wherein R^1 is $-C(O)NH_2$ and R^2 is $-NH_2$.

20. (Original) The compound of Claim 16, having the formula:



21. (Original) A compound having the formula (Ia.1):



or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-C(O)R^{1a}$, $-CH(=NOH)$, $-N(R^{1b})C(O)R^{1a}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)N(R^{1a})OR^{1b}$, $-(C_1-C_4)$ alkylene- $N(R^{1b})C(O)R^{1a}$, $-(C_1-C_4)$ alkylene- $C(O)NR^{1a}R^{1b}$ and heteroaryl; wherein R^{1a} and R^{1b} are selected from hydrogen, (C_1-C_6) alkyl, (C_2-C_4) alkenyl, (C_2-C_6) heteroalkyl, hydroxy (C_1-C_4) alkyl, fluoro (C_1-C_4) alkyl, cyano (C_1-C_4) alkyl, cyclo (C_3-C_8) alkyl, mono- or di-hydroxycyclo (C_3-C_8) alkyl, heterocyclo (C_3-C_8) alkyl, heterocyclo (C_3-C_8) alkyl- (C_1-C_4) alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R^1 to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring;

R^2 is selected from the group consisting of $-NR^{2a}R^{2b}$ and $-OH$; wherein R^{2a} and R^{2b} are selected from hydrogen, (C_1-C_6) alkyl, (C_2-C_4) alkenyl, (C_2-C_6) heteroalkyl, mono- or di-hydroxy (C_1-C_4) alkyl, fluoro (C_1-C_4) alkyl, cyano (C_1-C_4) alkyl, cyclo (C_3-C_8) alkyl, mono- or di-hydroxycyclo (C_3-C_8) alkyl, heterocyclo (C_3-C_8) alkyl, heterocyclo (C_3-C_8) alkyl- (C_1-C_4) alkyl, aryl, aryl (C_1-C_4) alkyl, heteroaryl, heteroaryl (C_1-C_4) alkyl, $-C(O)-(C_1-C_4)$ alkyl, $-C(O)-(C_1-C_4)$ alkoxy, $-C(O)$ -heterocyclo (C_3-C_8) alkyl and $C(O)$ -fluoro (C_1-C_4) alkyl; and optionally, R^{2a} and R^{2b} may be combined with the nitrogen atom to which each is attached to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S;

L is a divalent linkage selected from the group consisting of a single bond, (C₁-C₄)alkylene, -C(O)-, -C(O)N(R³)-, -SO₂N(R³)-, -C(R³)=C(R⁴)-, -O-, -S- and -N(R³)-; wherein R³ and R⁴ are independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl;

Q is selected from the group consisting of (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₁-C₆)alkoxy, halogen, aryl, aryl(C₁-C₄)alkyl, heteroaryl, cyclo(C₃-C₈)alkyl, cyclo(C₅-C₈)alkenyl and heterocyclo(C₃-C₈)alkyl, wherein each of the moieties is optionally further substituted,

X¹, X² and X³ are independently selected from the group consisting of =C-, -CH- and -N-;

Y¹, Y², Y³ and Y⁴ are independently selected from the group consisting of =C(R^{5a})-,

-C(R⁵)(R⁶)-, -C(O)-, =N-, -N(R⁵)-, -O- and -S(O)_m-;

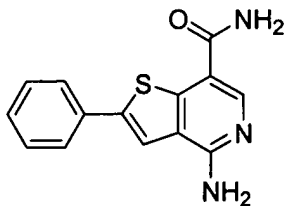
Z¹ and Z² are independently CH or N;

each R³, R⁴, R⁵ and R⁶ is independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl; and

the subscript m is an integer of from 0 to 2;

with the proviso that said compound is other than



22. (Original) The compound of Claim 21, wherein Q is selected from the group consisting of phenyl, naphthyl, pyridyl, furyl, thienyl, thiazolyl, isothiazolyl, triazolyl, imidazolyl, oxazolyl, isoxazolyl, pyrrolyl, pyrrolidinyl, pyrazolyl, pyrazinyl, pyridazinyl, pyrimidyl, benzofuryl, tetrahydrobenzofuryl, isobenzofuryl, benzthiazolyl, benzoisothiazolyl, benzotriazolyl, indolyl, isoindolyl, benzoxazolyl, quinolyl, tetrahydroquinolyl, isoquinolyl, benzimidazolyl, benzisoxazolyl, benzothienyl, cyclopentyl and cyclohexyl.

23. (Original) The compound of Claim 21, wherein Q is unsubstituted phenyl or phenyl substituted with from 1 to 3 substituents selected from the group consisting of halogen, cyano, nitro, cyano(C₂-C₆)alkenyl, nitro(C₂-C₆)alkenyl, -R', -OR', -NR'R'', -C(O)R', -CO₂R', -C(O)NR'R'', -NR''C(O)R', -NR''CO₂R', -NR'C(O)NR''R''', -S(O)R', -SO₂R', -SO₂NR'R'', -NR''SO₂R', -OC(O)NR'R'', -X-C(O)R', -X-CO₂R', -X-C(O)NR'R'', -X-NR''C(O)R', -X-NR''CO₂R', -X-NR'C(O)NR''R''', -X-S(O)R', -X-SO₂R', -X-SO₂NR'R'', -X-NR''SO₂R' and -X-OC(O)NR'R'', and optionally R' or R'' is attached to an adjacent ring atom on the phenyl group to form a 5- or 6-membered fused ring;

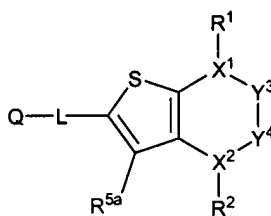
wherein

X is (C₁-C₆)alkylene; and

R', R'' and R''' are independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, (C₂-C₄)alkenyl, (C₁-C₆)heteroalkyl, hydroxy(C₁-C₄)alkyl, fluoro(C₁-C₄)alkyl, cyano(C₁-C₄)alkyl, cyano(C₁-C₄)haloalkyl, cyclo(C₃-C₈)alkyl, mono- or di-hydroxycyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl, heterocyclo(C₃-C₈)alkyl-(C₁-C₄)alkyl, aryl, aryl(C₁-C₄)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkyl, -C(O)-(C₁-C₄)alkoxy, -C(O)-heterocyclo(C₃-C₈)alkyl and -C(O)-fluoro(C₁-C₄)alkyl; and optionally, any two of R', R'' and R''' can be combined with their intervening atom(s) to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S..

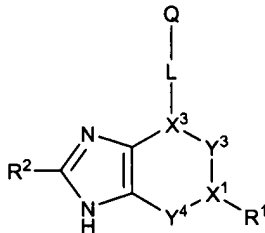
24. (Original) The compound of Claim 21, wherein R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)R^{1a}$, imidazolyl, pyrazolyl, tetrazolyl, oxazolyl, thiazolyl, thienyl and pyridyl.

25. (Original) The compound of Claim 21, having the formula (III):



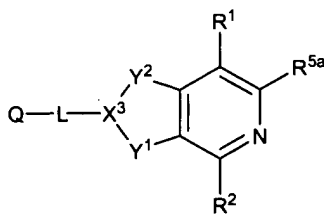
III.

26. (Original) The compound of Claim 21, having the formula (IV):



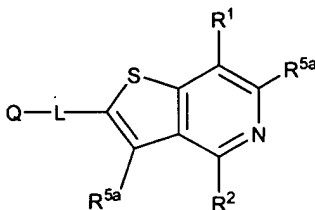
IV.

27. (Original) The compound of Claim 21, having the formula (V):



V.

28. (Original) The compound of Claim 21, having the formula (VI):



VI

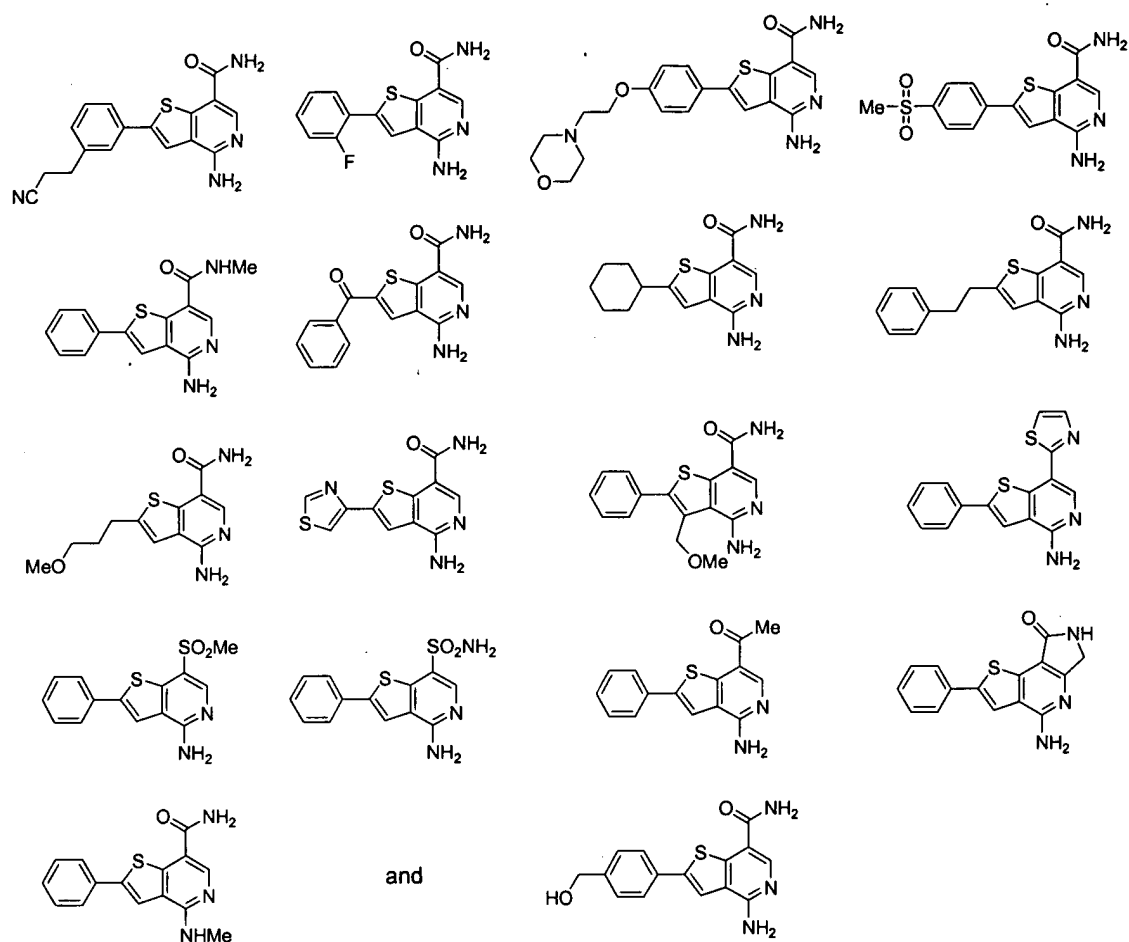
wherein each R^{5a} is independently from the group consisting of hydrogen, halogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl.

29. (Original) The compound of Claim 28, wherein R² is -NHR^{2b}.

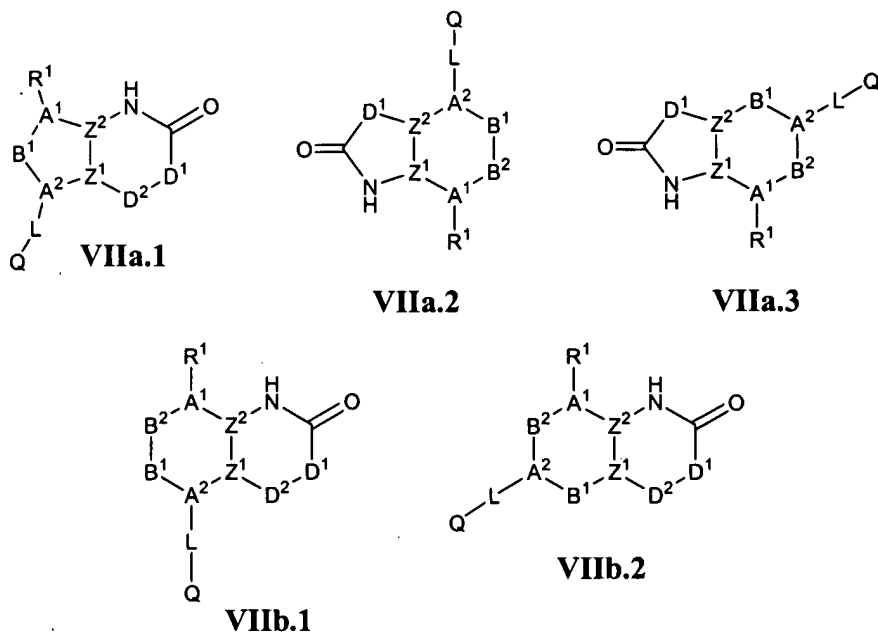
30. (Original) The compound of Claim 28, wherein R¹ is selected from the group consisting of -C(O)NHR^{1a}, -SO₂NHR^{1a}, -SO₂R^{1a}, heteroaryl and -C(O)CH₃ and R² is -NHR^{2b}.

31. (Original) The compound of Claim 28, wherein R¹ is selected from the group consisting of -C(O)NHR^{1a}, -SO₂NHR^{1a}, -SO₂R^{1a}, heteroaryl and -C(O)CH₃, R² is -NHR^{2b} and each R^{5a} is hydrogen.

32. (Original) The compound of Claim 31, selected from the group consisting of:



33. (Original) A compound having a formula selected from the group consisting of:



or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-C(O)R^{1a}$, $-CH(=NOH)$, $-N(R^{1b})C(O)R^{1a}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)N(R^{1a})OR^{1b}$, $-(C_1-C_4)$ alkylene- $N(R^{1b})C(O)R^{1a}$, $-(C_1-C_4)$ alkylene- $C(O)NR^{1a}R^{1b}$ and heteroaryl; wherein R^{1a} and R^{1b} are selected from hydrogen, (C_1-C_6) alkyl, (C_2-C_4) alkenyl, (C_2-C_6) heteroalkyl, hydroxy (C_1-C_4) alkyl, fluoro (C_1-C_4) alkyl, cyano (C_1-C_4) alkyl, cyclo (C_3-C_8) alkyl, mono- or di-hydroxycyclo (C_3-C_8) alkyl, heterocyclo (C_3-C_8) alkyl, heterocyclo (C_3-C_8) alkyl- (C_1-C_4) alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R^1 to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring;

L is a divalent linkage selected from the group consisting of a single bond, (C_1-C_4) alkylene, $-C(O)-$, $-C(O)N(R^3)-$, $-SO_2N(R^3)-$, $-C(R^3)=C(R^4)-$, $-O-$, $-S-$ and $-N(R^3)-$; wherein R^3 and R^4 are independently selected from the group consisting of hydrogen,

(C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl;

Q is selected from the group consisting of (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₁-C₆)alkoxy, halogen, aryl, aryl(C₁-C₄)alkyl, heteroaryl, cyclo(C₃-C₈)alkyl, cyclo(C₅-C₈)alkenyl and heterocyclo(C₃-C₈)alkyl, wherein each of the moieties is optionally further substituted,

A¹ and A² are independently selected from the group consisting of =C-, -CH- and -N-;

B¹ and B² are independently selected from the group consisting of =C(R^{5a})-, -C(R⁵)(R⁶)-, -C(O)-, =N-, -N(R⁵)-, -O- and -S(O)_m-;

D¹ is selected from the group consisting of -C(R⁷)(R⁸)-, -N(R⁷)- and -O-;

D² is selected from the group consisting of -C(R⁹)(R¹⁰)-, -C(O)-, -N(R⁹)-, -O- and -S(O)_n-;

optionally, D¹-D² may be -C(R¹¹)=C(OR¹²)- or -C(R¹¹)=N-,

Z¹ and Z² are independently CH or N;

each R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹ and R¹⁰ is independently selected from the group consisting of hydrogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl;

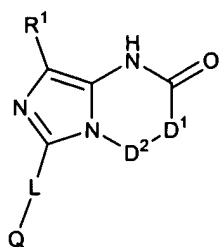
each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C₁-C₆)alkyl, cyclo(C₃-C₈)alkyl, aryl, aryl(C₁-C₄)alkyl, hetero(C₁-C₆)alkyl, heterocyclo(C₅-C₈)alkyl, heteroaryl, heteroaryl(C₁-C₄)alkyl and arylhetero(C₁-C₄)alkyl;

R¹¹ and R¹² are independently selected from the group consisting of hydrogen and (C₁-C₆)alkyl, aryl and aryl(C₁-C₄)alkyl; and

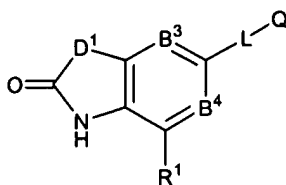
the subscripts m and n are independently an integer of from 0 to 2;

with the proviso that D¹ and D² are not both -N(R⁹)- or -O-.

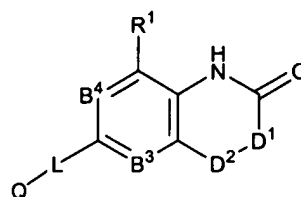
34. (Original) The compound of Claim 33, having a formula selected from the group consisting of:



VIII



IX



X

wherein B³ and B⁴ are independently C(R^{5a}) or N.

35. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier, excipient or diluent and a compound of ~~any one of Claims 1-34~~Claim 1.

36. (Currently Amended) A method for treating or preventing an inflammatory, metabolic, infectious, cell proliferative or immune disease or condition, said method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of ~~any one of Claims 1-34~~Claim 1.

37. (Original) A method in accordance with Claim 36, wherein said inflammatory, metabolic, infectious, cell proliferative or immune disease or condition is selected from the group consisting of rheumatoid arthritis, inflammatory bowel disease, psoriasis, cancer, diabetes, septic shock, asthma, allergic disease, multiple sclerosis and graft rejection.

38. (Original) A method in accordance with Claim 36, wherein said compound is administered orally, topically, intravenously or intramuscularly.

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Reply to Notice of Missing Parts dated December 15, 2003

39. (Original) A method in accordance with Claim 36, wherein said compound is administered in combination with a second therapeutic agent selected from the group consisting of prednisone, dexamethasone, beclomethasone, methylprednisone, betamethasone, hydrocortisone, methotrexate, cyclosporin, rapamycin, tacrolimus, an antihistamine, a TNF antibody, an IL-1 antibody, a soluble TNF receptor, a soluble IL-1 receptor, a TNF or IL-1 receptor antagonist, a non-steroidal antiinflammatory agent, a COX-2 inhibitor, an antidiabetic agent, an anticancer agent, hydroxychloroquine, D-penicillamine, infliximab, etanercept, auranofin, aurothioglucose, sulfasalazine, sulfasalazine analogs, mesalamine, corticosteroids, corticosteroid analogs, 6-mercaptopurine, interferon β -1 β , interferon β -1 α , azathioprine, glatiramer acetate, a glucocorticoid and cyclophosphamide.

40. (Currently Amended) A method for treating or preventing a disease or condition responsive to IKK modulation, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of ~~any one of Claims 1-34~~Claim 1.

41. (Currently Amended) A method for treating or preventing a disease or condition mediated by IKK, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of ~~any one of Claims 1-34~~Claim 1.

42. (Currently Amended) A method for modulating IKK, comprising contacting a cell with a compound of ~~any one of Claims 1-34~~Claim 1.

43. (Original) The method of Claim 42, wherein said compound inhibits IKK.

44. (Original) The method of Claim 42, wherein said compound inhibits IKK β .

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45. (Original) The method of Claim 42, wherein said compound inhibits IKK β and IKK α .